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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re: : Chapter 11
: Case No. 05-44481(RDD)
DELPHI CORPORATION, *et al.*, :
Debtors. : Jointly Administered
:
:

**SIEMENS PRODUCT LIFECYCLE MANAGEMENT SOFTWARE INC.'S
LIMITED OBJECTION AND RESERVATION OF RIGHTS TO NOTICE OF
ASSUMPTION AND ASSIGNMENT WITH RESPECT TO CERTAIN EXECUTORY
CONTRACTS OR UNEXPIRED LEASES TO BE ASSUMED AND ASSIGNED TO GM
COMPONENTS HOLDINGS LLC OR STEERING SOLUTIONS SERVICES
CORPORATION, AS APPLICABLE, UNDER MODIFIED PLAN OF REORGANIZATION**

Siemens Product Lifecycle Management Software Inc. (“Siemens PLM”), by its counsel White and Williams LLP, as and for its Limited Objection and Reservation of Rights (the “Limited Objection and Reservation of Rights”) To Notice Of Assumption And Assignment With Respect To Certain Executory Contracts Or Unexpired Leases To Be Assumed And Assigned To GM Components Holdings LLC Or Steering Solutions Services Corporation, As Applicable, Under Modified Plan Of Reorganization (the “Notice of Assumption and Cure”) respectfully sets forth and represents as follows:

Background

1. On October 8 and 14, 2005 (the “Petition Date”), Delphi Corporation and related subsidiaries and affiliates (the “Debtors”) filed petitions for reorganization under Title 11 of Chapter 11 of the Bankruptcy Code.

2. Prior to the Petition Date, Siemens PLM entered into a series of business contracts and transactions in which Siemens PLM provided the Debtors with various software programs, licensing, and support.

3. According to the Notice of Assumption and Cure, certain Siemens entities are listed as suppliers with executory contracts to be assumed with a cure amount of \$0.00. Siemens PLM cannot confirm the amounts due or the contracts being assumed on behalf of non-Siemens PLM entities.

4. According to the records of Siemens PLM, the Debtors are currently obligated to Siemens PLM for at least \$1,204,656.

5. As Siemens PLM only received notice of the Notice of Assumption and Cure over the past few days, Siemens PLM has not been able to yet confirm the exact amounts due, as well as the executory contracts proposed to be assumed.

6. In an abundance of caution, and for the purposes of preserving its rights, Siemens PLM files this Limited Objection and Reservation of Rights.

Limited Objection

7. Siemens PLM objects to the Notice of Assumption and Cure as it does not adequately identify those contacts arising out of the Debtors' business relationship with Siemens PLM. Siemens PLM further objects to the Notice of Assumption and Cure as Siemens PLM is unable to confirm the amount of cure specifically related to the Siemens PLM contracts. Siemens PLM therefore seeks clarification from the Debtors as to the identification of those Siemens PLM contracts that the Debtors seek to assume as well as the associated cure amounts.

8. Siemens PLM further seeks an extension of time to file appropriate pleadings, if needed, before this Court in response to such identification and proposed cure.

9. Until such identification of contract and cure, Siemens PLM submits this limited

objection in order to preserve its rights.

Reservation of Rights

10. Siemens PLM expressly reserves, and does not waive, all of its rights and defenses to the proposed assumption and cure of its contracts with the Debtors. Siemens PLM reserves all of its rights related to any executory contracts by and between itself and the Debtors, including the right to assert a cure amount if any such contracts are subject to assumption and/or assignment by the Debtors and to take any such other action permitted by law or equity with regards to such contracts.

WHEREFORE, Siemens PLM respectfully requests that this Court direct the Debtors to specifically identify those contracts being assumed and assigned, to confirm the specific asserted cure amount for those contracts as of a date certain, to provide Siemens PLM with sufficient time to respond and review such proposals, and for such other and further relief as is just and proper.

Dated: New York, New York
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